IN THE CLAIMS:

This listing of claims will replace all prior versions, and listings, of claims in the application:

1. – 9. (Cancelled)

10. (*Currently Amended*) A portable telephone comprising:

a phototaking optical system;

a two-dimensional image pickup element for receiving an object image formed by said phototaking optical system;

a two-dimensional display element for displaying said object image in the form of an image to be viewed; and

a magnifying optical system for guiding said image to a viewer's eyeball, wherein:

said magnifying optical system includes a first reflecting surface for turning back an optical path between said two-dimensional display element and said viewers eyeball to achieve compactness,

said first reflecting surface being formed by a curved surface having an image-magnifying action, and

the following conditions are satisfied:

$f<20$ (mm)

$L<15$ (mm),

where f is the focal length of the magnifying optical system and L is the diagonal length of the two-dimensional display element,

said portable telephone comprises a telephone unit and a unit separate from said telephone unit, said separate unit being connected to said telephone unit via a connector and

having said two-dimensional display element and said magnifying optical system disposed therein.

11. (*Previously Presented*) A portable telephone according to claim 10, wherein:

said magnifying optical system further includes a second reflecting surface located in opposition to said first reflecting surface to turn back an optical path between said first reflecting surface and said second reflecting surface, thereby making a distance between said two-dimensional display element and said viewer's eyeball short.

12. (*Previously Presented*) A portable telephone according to claim 11, wherein:

said first reflecting surface and said second reflecting surface are a prism member made up of a transparent medium having a refractive index (n) greater than 1.3 ($N > 1.3$).

13. (*Previously Presented*) A portable telephone according to claim 12, wherein:

said first reflecting surface is formed on one surface of said prism member, and said second reflecting surface is located at a position where a medium of said prism member is sandwiched between said first reflecting surface and said second reflecting surface.

14. (*Previously Presented*) A portable telephone according to claim 12, wherein:

said second reflecting surface is combined transmitting and reflecting surface.

15. (*Previously Presented*) A portable telephone according to claim 12, wherein:

at least one of said first reflecting surface or said second reflecting surface is formed by a rotationally asymmetric surface having an action to make correction for aberrations produced by decentration.

16. (*Previously Presented*) A portable telephone according to claim 15, wherein:

said two-dimensional image pickup element is located in opposition to said two-dimensional display element.

17. (*Previously Presented*) A portable telephone according to any one of claims 10 to 16, wherein:

said magnifying optical system has two actions, one to guide an image displayed on said two-dimensional display element to said viewer's eyeball and the other to guide object light phototaken by said phototaking optical system directly to said viewer's eyeball.

18. (*Previously Presented*) A portable telephone according to any one of claims 10 to 16, further comprising between said two-dimensional image pickup element and said two-dimensional display element, a signal processing circuit, a controller, a driver and a recording/reproducing unit so that an object image received at said two-dimensional image pickup element is recorded in said recording/reproducing unit upon photoelectric conversion and, at the same time, is displayed on said two-dimensional display element by said driver via said controller during phototaking, and, after phototaking, a signal recorded in said recording/reproducing unit is reproduced to display an electronic image on said two-dimensional display element by said driver via said controller.